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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

LEO PORTNOY,

Plaintiff,

- against -

COMPLAINT

UROPLASTY INC., MICHAEL ROTH,
BRIAN JAY STARK, STARK OFFSHORE
MANAGEMENT LLC and SF CAPITAL
PARTNERS LTD.,

07 Civil 7214 (JEH)

Defendants.

LEO PORTNOY, by David Lopez, Esq., his attorney,
complaining of the defendants, respectfully alleges the
following upon information and belief except as to
paragraph 2 which plaintiff alleges on personal knowledge:

JURISDICTION:

1. This action arises under the provisions of Section

16(b) of the Securities Exchange Act of 1934, as amended (the "Act"), 15 U.S.C. Section 78p(b), and jurisdiction is conferred upon this court by Section 27 of the Act, 15 U.S.C. Section 78aa.

THE PARTIES:

2. Plaintiff is a security owner of UROPLASTY INC. whose principal offices are located at 5420 Feltl Road, Minnetonka, Minnesota 55343.

3. At all times relevant hereto the common stock of UROPLASTY INC. was an equity security, was registered under Section 12(g) of the Act and was traded on the American Stock Exchange located within this district.

4. Plaintiff resides at 1340 N. Astor Street, #2002, Chicago, Illinois 60610.

5. This action is brought in the right and for the benefit of UROPLASTY INC. which is named as a party defendant solely in order to have all necessary parties before the court.

6. At all times relevant to liability hereunder SF CAPITAL PARTNERS LTD. was and is a hedge fund with a principal address of 3600 South Lake Drive, St. Francis,

Wisconsin 53235.

7. SF CAPITAL PARTNERS LTD. is not registered under the Investment Company Act of 1940.

8. SF CAPITAL PARTNERS LTD. at all times relevant beneficially owned, through direct ownership of shares, more than 10% of the common stock of UROPLASTY INC.

9. MICHAEL ROTH and BRIAN JAY STARK are the Managing Members of STARK OFFSHORE MANAGEMENT LLC which acts as the investment manager and has sole power to direct the management of SF CAPITAL PARTNERS LTD. They maintain principal offices at c/o SF Capital Partners Ltd., 3600 South Lake Drive, St. Francis, Wisconsin 53235.

STATUTORY REQUISITES:

10. The violations to be described herein involve non-exempt securities in non-exempt transactions engaged in by non-exempt persons within the meaning of Section 16(b) of the Act and of the rules and regulations promulgated thereunder.

11. Demand for prosecution was made on UROPLASTY INC. on March 8, 2007. There has been no response from UROPLASTY INC. Further delay in the filing of suit would

be a futile gesture.

12. Some of the transactions to be described herein were effected within this district on the floor of the American Stock Exchange.

13. This action is brought within two years of the occurrence of the transactions enumerated below.

14. SF CAPITAL PARTNERS LTD. and STARK OFFSHORE MANAGEMENT LLC have not filed reports with the Commission as required by 15 U.S.C. 78p(a) setting forth the substance of the transactions here complained of.

FIRST CLAIM FOR RELIEF:

15. SF CAPITAL PARTNERS LTD. sold 49,748 shares, more or less, of the common stock of UROPLASTY INC. on September 13 and 14, 2006.

16. Additional sales may have been made but plaintiff cannot specify them without discovery by reason of the failure of SF CAPITAL PARTNERS LTD. and STARK OFFSHORE MANAGEMENT LLC to file Forms 4 with the Commission. The enumeration of sales will be supplemented or revised if and as needed following such discovery.

17. SF CAPITAL PARTNERS LTD. purchased 408,333

shares of Common Stock of UROPLASTY INC. within six months of these sales on August 7, 2006, such purchase being at prices lower than received for the sales aforesaid.

18. SF CAPITAL PARTNERS LTD., MICHAEL ROTH, BRIAN JAY STARK and STARK OFFSHORE MANAGMENT LLC all had performance-based pecuniary interests in each of the above transactions.

19. By reason of the foregoing sales and purchases or purchases and sales of shares beneficially owned by it within periods of less than six months while it was a more-than-10% beneficial owner of UROPLASTY INC., SF CAPITAL PARTNERS LTD. realized profits in which MICHAEL ROTH, BRIAN JAY STARK and STARK OFFSHORE MANAGEMENT LLC all shared, the exact amounts being unknown to plaintiff, which profits inure to the benefit, and are recoverable by plaintiff on behalf, of UROLOGY INC.

SECOND CLAIM FOR RELIEF

20. SF CAPITAL PARTNERS LTD, during periods not barred by the statute of limitations preceding the date of the filing of the complaint in this suit, purchased and sold or sold and purchased equity securities or share equivalents of UROPLASTY INC. within periods of less than six months while a more-than-10% beneficial owner of UROPLASTY INC.

21. MICHAEL ROTH, BRIAN JAY STARK and STARK OFFSHORE MANAGEMENT LLC all had performance-based pecuniary interests in such purchases and sales or sales and purchases.

22. By reason of such purchases and sales or sales and purchases within periods of less than six months while an insider of UROPLASTY INC, SF CAPITAL PARTNERS LTD., MICHAEL ROTH, BRIAN JAY STARK and STARK OFFSHORE MANAGEMENT LLC realized profits in accordance with their respective pecuniary interests, the exact amounts thereof being unknown to plaintiff, which profits inure to the benefit, and are recoverable by plaintiff on behalf of, UROPLASTY INC.

WHEREFORE, plaintiff demands judgment:

a) Requiring SF CAPITAL PARTNERS LTD., MICHAEL ROTH, BRIAN JAY STARK and STARK OFFSHORE MANAGEMENT LLC to account for and to pay over to UROPLASTY INC. the short-swing profits realized and retained by each of them in violation of Section 16(b) of the Act, together with appropriate interest and the costs of this suit;

b) Awarding to plaintiff his costs and disbursements, including reasonable attorneys' fees; and

c) Granting to plaintiff such other and further relief as the court may deem just and proper.

Dated: Southampton, New York
August 5, 2007

Yours, etc.

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